

Thomas R. Kreller (admitted pro hac vice)  
Eric R. Reimer (admitted pro hac vice)  
MILBANK LLP  
2029 Century Park East, 33<sup>rd</sup> Floor  
Los Angeles, CA 90067  
Telephone (424) 386-4000

Craig M. Price  
MILBANK LLP  
55 Hudson Yards  
New York, New York 10001-2163  
Telephone (212) 530-5000  
Facsimile (212) 530-5219

*Counsel to Cyrus Capital Partners, L.P.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	Chapter 11
In re	)	
	)	Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	)	
	)	(Jointly Administered)
Debtors.	)	
_____	)	

**AFFIDAVIT OF SERVICE**

STATE OF NEW YORK     )  
  ) SS.  
COUNTY OF NEW YORK    )

JACQUELINE BREWSTER, being duly sworn, deposes and says

I am a resident of the United States, over the age of eighteen years, and am not a party to or interested in the above-captioned cases. I am employed by the law firm of Milbank, LLP, Counsel to Cyrus Capital Partners, L.P., in the above-captioned cases.

On the 18<sup>th</sup> of July 2019, I caused a copy of the following documents:

*Common Supplemental Brief of the Second Lien Parties Addressing Discovery: (A) In Connection with Their Requests to Determine the Amount of Their Second Lien Secured Claims*

*Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and (B) In Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c) [Dkt. No. 4570], and*

*Declaration of Marti P. Murray In Support of Cyrus Capital Partners, L.P.'s Request to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and In Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) [Dkt. No. 4571],*

to be served upon the parties identified on Exhibit A attached hereto by electronic mail, to be served upon the parties identified on Exhibit B hereto by First Class Mail, and to be served upon the party identified on Exhibit C attached hereto by Hand Delivery.

/s/ Jacqueline Brewster  
JACQUELINE BREWSTER

SWORN TO AND SUBSCRIBED before me  
this 22<sup>nd</sup> of July 2019

/s/ Charmaine Thomas  
Charmaine Thomas  
Notary Public, State of New York  
No. 01TH6151374  
Qualified in Bronx County  
Certificate filed in New York County  
Commission Expires September 18, 2019

**Exhibit A**

harrisj12@michigan.gov; idizengoff@akingump.com; pdublin@akingump.com;  
aquareshi@akingump.com; sbrauner@akingump.com; courts@alderman.com;  
bnkatty@aldineisd.org; jarnold@aldridgepите.com; laura.hall@allenoverly.com; joseph.badtke-  
berkow@allenoverly.com; James.Vincequerra@alston.com; leib.lerner@alston.com;  
ajd@ansellgrimm.com; akadish@archerlaw.com; lschildkraut@archerlaw.com; Beth Brownstein  
<beth.brownstein@arentfox.com>; brian.lohan@arnoldporter.com;  
ginger.clements@arnoldporter.com; jaronauer@ayllp.com; CSchael@AshfordNJLaw.com;  
eneiger@askllp.com; jchristian@askllp.com; jsteinfeld@askllp.com; gunderdahl@askllp.com;  
bmcgrath@askllp.com; kcasteel@askllp.com; eneiger@askllp.com; mudem@askllp.com;  
Jg5786@att.com; mcuellar45@austinerenterpriseslp.com; mfrankel@bfrklaw.com;  
egoodman@bakerlaw.com; fkhan@bakerlaw.com; pollack@ballardspahr.com;  
branchd@ballardspahr.com; heilmanl@ballardspahr.com; summersm@ballardspahr.com;  
harnerp@ballardspahr.com; kutnera@ballardspahr.com; knewman@barclaydamon.com;  
mowens@btlaw.com; emiller@bayardlaw.com; russ@bsavory.com; jsolomon@bbwg.com;  
llindenbergl@bbwg.com; rmills@bellnunnally.com; mbarrie@beneschlaw.com;  
kcapuzzi@beneschlaw.com; wschonberg@beneschlaw.com; Ernie.park@bewleylaw.com;  
Tgaa@bbslaw.com; michael@bindermalter.com; julie@bindermalter.com;  
JRhodes@BlankRome.com; Tarr@BlankRome.com; EZucker@BlankRome.com;  
bleusandassociates@gmail.com; bankruptcy@borgeslawllc.com; wborges@borgeslawllc.com;  
schin@borgeslawllc.com; arainone@bracheichler.com; jjorissen@briggs.com;  
bsilverberg@brownrudnick.com; spohl@brownrudnick.com; pweiser@buchalter.com;  
schristianson@buchalter.com; christopher.schueller@bipc.com; terry.shulsky@bipc.com;  
tyler.dischinger@bipc.com; Eric.Waxman@cwt.com; Anthony.Deleo@cwt.com;  
rdavis@cafarocompany.com; jlevitin@cahill.com; rstieglitz@cahill.com;  
joan.huh@cdtfa.ca.gov; sjk@carmodymacdonald.com; MKurzman@carmodylaw.com;  
tsansone@carmodylaw.com; mcatalfimo@carterconboy.com; gadsden@clm.com;  
bankruptcy@clm.com; Dennis.roemlein@bnymellon.com; rmccord@certilmanbalin.com;  
rnosek@certilmanbalin.com; appleby@chapman.com; wilamowsky@chapman.com;  
brotenberg@csglaw.com; szuber@csglaw.com; ksimard@choate.com; jmarshall@choate.com;  
hchoi@choiandpark.com; cpark@choiandpark.com; lkleist@choiandpark.com;  
mstein@chuhak.com; eschnitzer@ckrlaw.com; gsaydah@ckrlaw.com; srichman@clarkhill.com;  
srichman@clarkhill.com; nbencze@clarkhill.com; duane.brescia@clarkhillstrasburger.com;  
dblau@clarkhill.com; liman@cgsh.com; amainoo@cgsh.com; lbarefoot@cgsh.com;  
soneal@cgsh.com; aweaver@cgsh.com; tmoloney@cgsh.com; soneal@cgsh.com;  
aweaver@cgsh.com; rmukhi@cgsh.com; jkpark@cgsh.com; tmoloney@cgsh.com;  
wkelleher@cohenlaw.com; hward@cohenlaw.com; rseltzer@cwsny.com;  
jbienstock@coleschotz.com; mwarner@coleschotz.com; scf@cohmlaw.com;  
Michael.smith2@computershare.com; kbifferato@connollygallagher.com;  
kconlan@connollygallagher.com; cgriffiths@connollygallagher.com; svanaalten@cooley.com;  
scarnes@cooley.com; rco@crlawpr.com; dcoffino@cov.com; aclark@cov.com;  
mfelger@cozen.com; pzumbro@cravath.com; davidtaxin@dahannowick.com;  
daniel@dmsilverlaw.com; dhw@dhclegal.com; jwcohen@daypitney.com;

Ksummers@dflaw.com; My Chi To <mcto@debevoise.com>; eweisgerber@debevoise.com;  
jcurley@ddw-law.com; bethsolomon@discover.com; crubio@diamondmccarthy.com;  
sgiugliano@diamondmccarthy.com; adiamond@diamondmccarthy.com;  
marita.erbeck@dbr.com; LJKotler@duanemorris.com; WMSimkulak@duanemorris.com;  
WMSimkulak@duanemorris.com; Cheitzenrater@duanemorris.com; emunozPSC@gmail.com;  
lmay@eisemanlevine.com; rxza@elliottgreenleaf.com; sak@elliottgreenleaf.com;  
ems@elliottgreenleaf.com; sbc@eblawyers.com; aentwistle@entwistle-law.com;  
jporter@entwistle-law.com; Leopold.matt@Epa.gov; lbercovich@epicor.com;  
ppascuzzi@ffwplaw.com; gchico@ferraiuoli.com; mark.wilson@fisherbroyles.com;  
patricia.fugee@fisherbroyles.com; dlwright@foley.com; kcatanese@foley.com;  
msmall@foley.com; tscannell@foley.com; aguon@foxrothschild.com;  
plabov@foxrothschild.com; thoran@foxrothschild.com; mhall@foxrothschild.com;  
mherz@foxrothschild.com; nreid@foxswibel.com; jfrank@fgllp.com; jkleinman@fgllp.com;  
deggert@freeborn.com; brad.eric.scheler@friedfrank.com; scott.luftglass@friedfrank.com;  
peter.siroka@friedfrank.com; tking@fbtlaw.com; rgold@fbtlaw.com; awebb@fbtlaw.com;  
pmartin@fmdlegal.com; lbrymer@fmdlegal.com; zgelber@gelbersantillo.com;  
ksantillo@gelbersantillo.com; gseit@gsbblaw.com; mgensburg@gcklegal.com;  
btheisen@gibbonslaw.com; nsongonuga@gibbonslaw.com; hcohen@gibbonslaw.com;  
dcampbell@ghclaw.com; tnixon@gklaw.com; tomf@goldmclaw.com; jflaxer@golenbock.com;  
mweinstein@golenbock.com; gfox@goodwinlaw.com; bbazian@goodwinlaw.com;  
mgoldstein@goodwinlaw.com; wwentraub@goodwinlaw.com; searsnotice@gouldratner.com;  
drosner@goulstonstorrs.com; thoffmann@goulstonstorrs.com; phillip.bohl@gpmlaw.com;  
tannweiler@greerherz.com; jfigueiredo@hahnessen.com; ahalperin@halperinlaw.net;  
lgu@halperinlaw.net; dlieberman@halperinlaw.net; joia.johnson@hanes.com;  
howard.upchurch@hanes.com; ktompsett@harrisbeach.com; sodonnell@herrick.com;  
sselbst@herrick.com; ssmith@herrick.com; msekowski@herrick.com; elio@higgslaw.com;  
cflenlon@hinckleyallen.com; arthur.rosenberg@hklaw.com; Marc.Antonecchia@hklaw.com;  
barbra.parlin@hklaw.com; elvin.ramos@hklaw.com; jose.casal@hklaw.com;  
jjalemany@hklaw.com; mgurgel@hsgllp.com; vlevy@hsgllp.com; llichtman@honigman.com;  
chris.gartman@hugheshubbard.com; neil.oxford@hugheshubbard.com;  
dustin.smith@hugheshubbard.com; bgross@HuntonAK.com; mlegge@huntonak.com;  
ghesse@huntonak.com; caleb.holzaepfel@huschblackwell.com;  
lynn.butler@huschblackwell.com; Daniel.Swetnam@icemiller.com;  
taxcollector@co.imperial.ca.us; alex.macias@impremedia.com; jgildea@interactions.com;  
Mimi.M.Wong@irscounsel.treas.gov; Mimi.M.Wong@irscounsel.treas.gov;  
Bankruptcy2@ironmountain.com; hgj@jasneflorio.com; dlk@jasneflorio.com;  
brownsvallyorchards@aol.com; elkinj@mac.com; robert.honeywell@klgates.com;  
atureaud@kblaw.com; tkorkhov@kellerrohrback.com;  
KDWBankruptcyDepartment@KelleyDrye.com; bfeder@kelleydrye.com;  
jacarlino@kslnlaw.com; ssouthard@klestadt.com; lkiss@klestadt.com;  
brian.koenig@koleyjessen.com; kurtzman@kurtzmansteady.com;  
brunquellw@lanepowell.com; dgragg@langleybanack.com; jfifarek@laskyfifarek.com;  
rzucker@lasserhochman.com; christopher.harris@lw.com; rakim.johnson@lw.com;  
peter.gilhuly@lw.com; ted.dillman@lw.com; gillazarus@gmail.com; kevin@ksnpc.com;  
william.fennell@fennelllaw.com; luralene.schultz@fennelllaw.com; office@fennelllaw.com;  
cgruen@gruenlaw.com; dtabachnik@dtlaw.com; pstarkesq@gmail.com;

hlazarus@lazarusandlazarus.com; harlan.lazarus@gmail.com; ilan.markus@leclairryan.com;  
niclas.ferland@leclairryan.com; janice.grubin@leclairryan.com; alex.chase@leclairryan.com;  
jjorissen@losgs.com; kr@lnbyb.com; sanantonio.bankruptcy@publicans.com;  
dallas.bankruptcy@publicans.com; houston\_bankruptcy@publicans.com; jfarnum@linowes-  
law.com; jmueller@lippes.com; braynor@lockelord.com; asmith@lockelord.com;  
ira.greene@lockelord.com; jfroehlich@lockelord.com; W Steven Bryant  
<sbryant@lockelord.com>; bbuechler@lowenstein.com; echafetz@lowenstein.com;  
bnathan@lowenstein.com; alexandra.bigas@gmail.com; awilda.ramos@aguadillamallpr.com;  
dmiller@lubinolson.com; david@mhlaw-ny.com; tleday@mvbalaw.com;  
sbodker@mcdowellrice.com; jbernstein@mdmc-law.com; nleonard@mdmc-law.com;  
bmccgrath@mcglinchey.com; kromano@mcglinchey.com; mchaney@mcglinchey.com;  
raguilar@mcglinchey.com; rcerone@mcglinchey.com; hjschwartz@mckoolsmith.com;  
jsmith@mckoolsmith.com; dmeegan@mhksacto.com; cjm@msf-law.com;  
nkenworthy@mrrlaw.net; sdnyecf@dor.mo.gov; ssmith@mwlaw.com; eschnitzer@mmwr.com;  
laura.mccarthy@morganlewis.com; neil.herman@morganlewis.com; smiller@morrisjames.com;  
cmiller@mnat.com; jbarsalona@mnat.com; jmarines@mofo.com; bbutterfield@mofo.com;  
bankruptcy@morrisoncohen.com; mro@prbankruptcy.com; bradley.schneider@mto.com;  
thomas.walper@mto.com; dperry@munsch.com; klippman@munsch.com; kcordry@naag.org;  
jody.bedenbaugh@nelsonmullins.com; shane.ramsey@nelsonmullins.com;  
enid.stuart@ag.ny.gov; cdesiderio@nixonpeabody.com; dsklar@nixonpeabody.com;  
lcisz@nixonpeabody.com; rpedone@nixonpeabody.com; bob.bruner@nortonrosefulbright.com;  
eric.daucher@nortonrosefulbright.com; francisco.vazquez@nortonrosefulbright.com; Howard  
Seife <howard.seife@nortonrosefulbright.com>; Christy Rivera  
<christy.rivera@nortonrosefulbright.com>; stephen.castro@nortonrosefulbright.com;  
david.rosenzweig@nortonrosefulbright.com; cmomjian@attorneygeneral.gov; bk-  
jstern@oag.texas.gov; sherri.simpson@oag.texas.gov; richard.morrissey@usdoj.gov;  
paul.schwartzberg@usdoj.gov; apetrakov@offitkurman.com; smetz@offitkurman.com;  
sokeefe@okeefelc.com; afrackman@omm.com; belias@omm.com; lwagner@omm.com;  
dshamah@omm.com; dpatrick@omm.com; jtaylor@omm.com; mkremer@omm.com;  
echollander@orrick.com; efua@orrick.com; mfechik@orrick.com; rdaversa@orrick.com;  
lily@pacogarment.com; chipford@parkerpoe.com; andrewtenzer@paulhastings.com;  
shlomomaza@paulhastings.com; pbasta@paulweiss.com; kcornish@paulweiss.com;  
lclayton@paulweiss.com; sbuergel@paulweiss.com; rbritton@paulweiss.com;  
jhurwitz@paulweiss.com; lbyrne@pedersenhoupt.com; jdelnero@pedersenhoupt.com;  
jaffeh@pepperlaw.com; listwakk@pepperlaw.com; ecobb@pbfc.com; jbanks@pbfc.com;  
lmbkr@pbfc.com; osonik@pbfc.com; dpick@picklaw.net; jon@piercemccoy.com;  
rsteinberg@pricemeese.com; searsteam@primeclerk.com; serviceqa@primeclerk.com;  
gerald.kennedy@procopio.com; lr@pryormandelup.com; rlp@pryormandelup.com;  
mhofsdal@pryorcashman.com; susheelkirpalani@quinnemanuel.com;  
jonpickhardt@quinnemanuel.com; andrewcorkhill@quinnemanuel.com;  
matthewscheck@quinnemanuel.com; ellisonmerkel@quinnemanuel.com; cfilardi@rrlawpc.com;  
greiss@reisspreuss.com; etikkanen@reisspreuss.com; cpugatch@rprslaw.com;  
hmagaliff@r3mlaw.com; kfloreay@robbins-schwartz.com; nsmith@robbins-schwartz.com;  
Robert.e.michael.esq@gmail.com; Aron.hume@gmail.com; fbr@robinsonbrog.com;  
rms@robinsonbrog.com; se@robinsonbrog.com; gregg.galardi@ropesgray.com;  
kimberly.kodis@ropesgray.com; sam.ashuraey@ropesgray.com; james.wilton@ropesgray.com;

patricia.chen@ropesgray.com; ssally@ropesgray.com; joshua.sturm@ropesgray.com;  
nicholas.berg@ropesgray.com; timothy.farrell@ropesgray.com; srosen@rosenpc.com;  
prubin@rubinlawllc.com; mamato@rmfpc.com; skelly@s-d.com; mmccann@swc-law.com;  
rabiuso@swc-law.com; jweinblatt@sakar.com; cbelmonte@ssbb.com; asnow@ssbb.com;  
pbosswick@ssbb.com; ksadeghi@schiffhardin.com; secbankruptcy@sec.gov;  
NYROBankruptcy@sec.gov; bankruptcynoticeschr@sec.gov; ashmead@sewkis.com;  
alves@sewkis.com; emfox@seyfarth.com; rhermann@sbwh.law; mkish@sbwh.law;  
jshafer@sbwh.law; floridaservice@sbwh.law; fsosnick@shearman.com;  
sara.coelho@shearman.com; afeld@sheppardmullin.com; tcohen@sheppardmullin.com;  
rreinert@shutts.com; rtucker@simon.com; mshriro@singerlevick.com; dplon@sirlinlaw.com;  
Paul.Leake@skadden.com; Shana.Elberg@skadden.com; George.Howard@skadden.com;  
enotices@skijain.com; pstrok@swelawfirm.com; rkinas@swlaw.com; bk@svllaw.com;  
darolf@sorlinglaw.com; pmryan@sorlinglaw.com; mary.callahan@bnymellon.com;  
tonder@stark-stark.com; jlemkin@stark-stark.com; charles.chamberlin@nebraska.gov;  
cp@stevenslee.com; thomas.salerno@stinson.com; darrell.clark@stinson.com;  
streusand@slollp.com; khansen@stroock.com; jcanfield@stroock.com;  
sbhattacharyya@stroock.com; pkslyne@ssbny.com; dietdericha@sullcrom.com;  
zylberbergd@sullcrom.com; dkupetz@sulmeyerlaw.com; ckwu@sulmeyerlaw.com;  
lawyer@surilawoffice.com; bsattin@szaferman.com; Riela@thsh.com; aconway@taubman.com;  
tf@lawtaf.com; Starr.Judith@pbgc.gov; mccarron.william@pbgc.gov; efile@pbgc.gov;  
joe@saracheklawfirm.com; mtsang@tsanglawfirm.com; Curtis.Tuggle@ThompsonHine.com;  
ltirelli@tw-lawgroup.com; powerwangtxks@vip.126.com; AGBankNewYork@ag.tn.gov;  
dtobias@tobiaslawpc.com; jpruski@trainorfairbrook.com; kay.brock@traviscountytexas.gov;  
amy.williams@troutman.com; Brett.Goodman@troutman.com; Alissa.Piccione@troutman.com;  
David.Jones6@usdoj.gov; Jeffrey.Oestericher@usdoj.gov; Joseph.Cordaro@usdoj.gov;  
Carina.Schoenberger@usdoj.gov; Lawrence.Fogelman@usdoj.gov; Peter.Aronoff@usdoj.gov;  
Linda.Riffkin@usdoj.gov; jdunn@vedderprice.com; ketzel@vedderprice.com;  
mschein@vedderprice.com; marva.m.levine@verizon.com; cohen@wmllp.com;  
jlibou@wmllp.com; notice@waldrepllp.com; sfalanga@walsh.law; gtoering@wnj.com;  
Dclarke@wjslaw.com; ray.schrock@weil.com; garrett.fail@weil.com;  
jacqueline.marcus@weil.com; sunny.singh@weil.com; JeriLeigh.Miller@weil.com;  
jessica.liou@weil.com; Paloma.VanGroll@weil.com; Jared.Friedmann@weil.com;  
Jessie.Mishkin@weil.com; mbrofman@weisszarett.com; sfink@weltman.com;  
vandermarkj@whiteandwilliams.com; klewis@wtplaw.com; cajones@wtplaw.com;  
sgerald@wtplaw.com; bankruptcy@evict.net; awilliams@williamsadvisors.com;  
alipkin@willkie.com; gbrunswick@willkie.com; philip.anker@wilmerhale.com;  
noah.levine@wilmerhale.com; phealy@wsfsbank.com; scimalore@wilmingtontrust.com;  
david.tillem@wilsonelser.com; ncwitt@wittelaw.com; saron@wrsllaw.com;  
JLalor@wmd-law.com; BAXelrod@wmd-law.com; CPostighone@wmd-law.com;  
tom@attorneyzim.com

**Exhibit B**

Brookfield Property REIT  
Attn: Kristen N. Pate  
350 N. Orleans St., Ste. 300  
Chicago, IL 60654-1607

BST International Fashion Ltd.  
Attn: A.R. Shrinivasan  
39 Wang Kwong Rd., Ste. 2301B  
Skyline Tower  
Kowloon Bay, Kowloon  
Hong Kong

Fein, Such & Crane, LLP  
Attn: Tammy L. Terrell Benoza, Esq.  
1400 Old Country Road, Ste. C103  
Westbury, NY 11590

Frenkel, Lambert, Weiss,  
Weissman & Gordon, LLP  
Attn: Michelle C. Marans, Esq.  
53 Gibson Street  
Bay Shore, NY 11706

Montee & Associates  
Attn: Kevin P. Montee, Esq.  
1250-1 Newell Ave., Ste. 149  
Walnut Creek, CA 94596

Ohio Department of Taxation  
Attn: Office of the Ohio Attorney General  
1600 Carew Tower  
Cincinnati, OH 45202

The Bank of New York Mellon Trust Company  
Attn: Coporate Trust Administration  
101 Barclay St., Floor 8W  
New York, NY 10286

Wilmington Trust, NA  
Attn: Sears Holdings Corp. Administrator  
Corporate Capital Markets  
50 South Sixth Street, Ste 1290  
Minneapolis, MN 55402

Wilmorite Management Group LLC  
Attn: Donald C. Cowan, Jr.  
1265 Scottsville Road  
Rochester, NY 14624



**Exhibit C**

Office of the United States Trustee  
for the Southern District of New York  
U.S. Federal Office Building  
201 Varick Street, Suite 1006  
New York, NY 10014  
Attn: Sears Bankruptcy Team